

COMMITTEE AMENDMENT FORMDATE May 14, 2008COMMITTEE Finance/Executive PAGE(S) _____

ORDINANCES I.D.# _____ SECTION(S) _____

RESOLUTION I.D.# 03-R-0773 PARAGRAPH(S) _____

AMENDMENT:

Whereas clauses,
 Amend caption, Section 3,
 Section 6⁷ to insert "mayor"
 instead of Chief Financial Officer
 wherever the latter term appears.

Amend Section 7 by deleting the
 language "CFO, Municipal Clerk and other
 officers, employees and agents" and
 substituting in lieu thereof "the Mayor
 her designee and the Municipal Clerk."

#2. add new Section 10

COMMITTEE AMENDMENT FORM

#2

DATE May 14, 2003

COMMITTEE Finance/Exec

PAGE(S) 6

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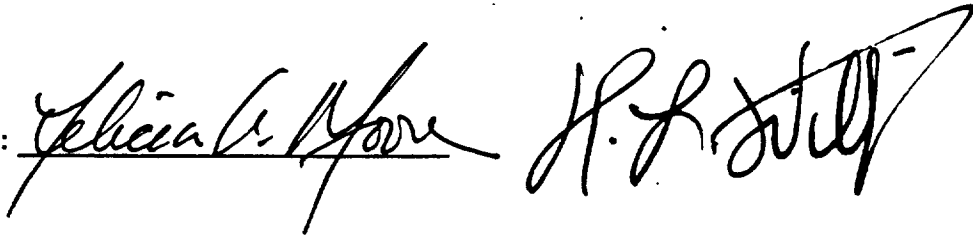
AMENDMENT:

Add a New Section 10 to read as follows:

The Chief Financial Officer shall make a report to the Finance/Executive ^{and all Council members} Committee/which shall include:

- (i) the final terms and pricing contained in the Master Agreement;
- (ii) a listing of all firms which ^{bid} ~~participate~~ on this transaction as swap counterparties
- (iii) a listing of all firms which participate on this transaction as swap counterparties with the corresponding dollar amounts of their participation.

A Resolution by:



A RESOLUTION AUTHORIZING THE SELECTION OF ONE OR MORE QUALIFIED HEDGE PROVIDERS. ENTERING INTO ONE OR MORE QUALIFIED HEDGE AGREEMENTS RELATED TO THE CITY'S SERIES 2003RF AIRPORT GENERAL REVENUE REFUNDING BONDS. AND DELEGATING AUTHORITY TO THE CHIEF FINANCIAL OFFICER TO ESTABLISH FINAL DETAILS OF THE QUALIFIED HEDGE AGREEMENTS AND TO EXECUTE AND DELIVER SUCH QUALIFIED HEDGE AGREEMENTS

WHEREAS, pursuant to the terms of a Third Supplemental Bond Ordinance adopted February 24, 2003 (the "Bond Ordinance"), the amendment and restatement of which is being introduced to the Atlanta City Council by separate legislation, the City of Atlanta desires to issue its Series 2003RF Airport General Revenue Refunding Bonds (the "Series 2003RF Airport Revenue Refunding Bonds") in an aggregate principal amount not to exceed \$750,000,000 to refund all or a portion of the City's outstanding Airport Facilities Revenue Refunding Bonds, Series 1994A, Airport Facilities Revenue Refunding Bonds, Series 1996, and Airport Facilities Revenue and Refunding Bonds, Series 2000A; and

WHEREAS, the Bond Ordinance authorizes the City to issue a portion of the Series 2003RF Airport Revenue Refunding Bonds in a variable or auction rate interest mode (collectively, the "Series 2003RF Variable Rate Bonds") and;

WHEREAS, to obtain the maximum available debt service savings in the refunding transaction, the Bond Ordinance authorizes the City to enter into one or more interest rate swap transactions (each a "Qualified Hedge Agreement," as such term is defined in the Bond

Ordinance) with one or more interest rate swap counterparties (each a "Qualified Hedge Provider" as such term is defined in the Bond Ordinance) and;

WHEREAS, to assist the City in selecting Qualified Hedge Providers and in negotiating the Qualified Hedge Agreements, the City's Chief Financial Officer has utilized and will continue to utilize the services of its Financial Advisors and of Bond Counsel; and

WHEREAS, the Chief Financial Officer has determined to select Qualified Hedge Providers pursuant to a competitive bidding procedure developed at the recommendation of the City's Financial Advisors; and

WHEREAS, as part of the bidding process, at least ten qualified investment banking firms or other financial institutions have submitted proposals to the City to act as a Qualified Hedge Provider and to enter into Qualified Hedge Agreements with the City, the terms and provisions of which are to be contained in one or more certain Master Agreements, Schedules and Credit Annexes (collectively, the "Master Agreements"); and

WHEREAS, pursuant to the terms of the Master Agreements, the Qualified Hedge Providers will pay the City interest at a variable rate per annum based upon a notional amount equal to the principal amount of the Series 2003RF Variable Rate Bonds outstanding, and the City will pay the Qualified Hedge Provider interest at a fixed rate per annum upon the same notional amount; and

WHEREAS, the hedge transactions reflected in the Master Agreements will result in a substantial economic benefit to the City and the Airport; and

WHEREAS, the Master Agreements will each provide that the payment of all amounts required to be paid by the City under each such contract are limited obligations of the City, payable solely from the Pledged Revenues of the Airport (as defined in the Bond Ordinance); and

WHEREAS, the City Council wishes to approve the forms of the Master Agreement and to delegate to the Finance Director the authority to finalize the details of the swap transactions within certain conditions and parameters and to execute and deliver the Master Agreements on the City's behalf;

NOW, THEREFORE, The City Council of the City of Atlanta, Georgia, hereby resolves as follows :

Section 1. The City hereby approves its entry into one or more variable rate to fixed rate interest rate swap transactions ("Transactions") solely for the purpose of hedging any interest rate exposure related to the City's issuance of its Series 2003RF Variable Rate Bonds, all as more fully set forth in the Bond Ordinance.

Section 2. The City hereby approves the selection of one or more Qualified Hedge Providers for the Transactions pursuant to the terms of a competitive bidding process recommended by the City's Financial Advisors.

Section 3. The City hereby authorizes the Chief Financial Officer to select one or more Qualified Hedge Providers as counterparties to the Transactions pursuant to criteria of creditworthiness, minority participation, the terms of the Master Agreements as negotiated, price,

and such other criteria deemed necessary by the City's Financial Advisors, Law Department and the Chief Financial Officer;

Section 4. The City hereby approves the form of the Master Agreement substantially in the form attached hereto as Exhibit A, with such variations, revisions, omissions, insertions and filling in the blanks as may be necessary and determined by the Chief Financial Officer, after consultation with the City's Financial Advisor, Bond Counsel and City Legal Department.

Section 5. The City has determined that the Transactions will be of substantial economic benefit to the City and that all of the following additional conditions shall be satisfied at the time that the City enters into the Master Agreements:

(i) the aggregate notional amount of the Transactions shall not exceed \$675,000,000 of the maximum \$750,000,000 amount of Series 2003RF Bonds at any time through the term of the Transactions;

(ii) the credit ratings of the Qualified Hedge Providers selected as counterparties to the Transactions will not be less than as permitted by the Bond Ordinance for Qualified Hedge Providers; and, at the time of closing of the Transaction, the obligations of the Qualified Hedge Providers in the Transaction shall be subject to collateralization if there is a credit downgrade during the term of the transaction below a minimum level to be determined by the Chief Financial Officer in consultation with the City's Financial Advisors;

(iii) the Transaction shall contain provisions that clearly state the terms and conditions upon which the City may terminate the Transaction.

Section 6. The City hereby delegates to the Chief Financial Officer full authority (i) to negotiate, with the assistance of the City's Financial Advisors and Bond Counsel, the terms of each Master Agreement on behalf of the City; and (ii) to approve and execute each Master Agreement on behalf of the City and to take such actions and to enter into such ancillary agreements as shall be necessary or appropriate to consummate the Transactions. Execution of the Master Agreements and any other agreements by the Chief Financial Officer shall be conclusive evidence of the City's approval of such documents in final form.

Section 7. The Chief Financial Officer, the Municipal Clerk, and other officers, employees and agents of the City are hereby authorized and directed to do all acts and things and to execute and deliver any and all documents and certificates which they deem necessary or advisable in order to effectuate the Transaction contemplated by the Master Agreements if all of the conditions set forth in Section 5 above have been satisfied. In the event that the Chief Financial Officer is unable to execute and deliver the Master Agreements or any other documents contemplated by the Master Agreements, such documents shall be executed and delivered by the respective designee of such officer or official or any other duly authorized officer or official of the City.

Section 8. This Resolution is adopted consistent with the procedures established by the City Council for entering into hedge agreements with revenue bonds as provided by Resolution 01-R-0156 of the City Council adopted February 5, 2001; however, in light of the amount of debt service savings available at this time as a consequence of the current interest rate market, the City Council specifically approves the execution and delivery of Qualified Hedge Agreements in amounts which, in the aggregate, may relate to Airport General Revenue Bonds

bearing interest at a variable rate being outstanding in an amount greater than 20% of the total amount of Airport General Revenue Bonds then outstanding.

Section 9. This Resolution is supplemental to, and not in lieu of, all of the powers and authority granted to the City in the Bond Ordinance related to the Transactions. Any conflict between the provisions of this Resolution and the Bond Ordinance are to be resolved in favor of the Bond Ordinance.